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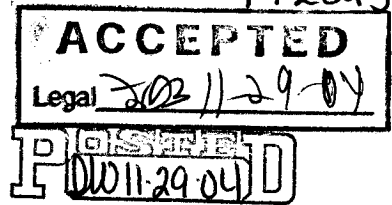
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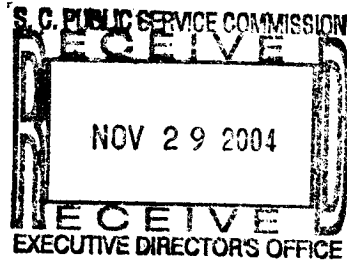
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November 23, 2004

VIA UPS

Mr. Bruce Duke
Deputy Executive Director
Public Service Commission of South Carolina
101 Executive Center Drive, Suite 100
Columbia, SC 29210

Re: Docket No. 2004-²⁷²~~214~~-C; Motion for Expedited Treatment, Prefiled
Testimony of Riley Murphy and Proposed Order.

Dear Mr. Duke:

Enclosed for filing with the Public Service Commission of South Carolina, please find an original and 5 copies of this submission. This filing includes a Motion for Expedited Treatment, Prefiled Testimony of Riley Murphy Executive Vice President, General Counsel and Secretary of NuVox, Inc. and its subsidiaries and a proposed order for approval of the internal corporate reorganization described therein. As stated in the Applicants' September 23, 2004, Application for Approval, the Applicants requested that the Commission take any action necessary to approve this Application at its earliest possible convenience and not later than December 31, 2004. Accordingly, the Applicants respectfully request that the Commission grant the request for expedited treatment and address this Application during its December sessions.

KELLEY DRYE & WARREN LLP

Mr. Bruce Duke, Deputy Executive Director
Public Service Commission of South Carolina
November 23, 2004
Page Two

Also enclosed is a duplicate of this submission, and a self-addressed, postage-paid envelope. Please date-stamp the duplicate and return it in the envelope provided. If you have any questions or concerns regarding the enclosed, please contact the undersigned counsel at (202) 887-1284. Thank you for your assistance in this matter.

Respectfully submitted,



Heather T. Hendrickson

Cc: Dr. James Spearman, Sr. Technical Director

Enclosures

S. C. PUBLIC SERVICE COMMISSION
 RECEIVED
 NOV 29 2004
 RECEIVED
 EXECUTIVE DIRECTORS OFFICE
 o. 2004-272-C

Docket No. 2004-272-C

NuVox Communications, Inc. (“NuVox”), NewSouth Communications Corp. (“NewSouth”) and NewSouth Holdings, Inc. (“NewSouth Holdings”) (collectively, “Applicants”), all subsidiaries of NuVox, Inc.,¹ the ultimate parent corporation, by their attorneys and pursuant to Rules 103-820, 103-840 and other applicable Rules of Practice and Procedure of the South Carolina Public Service Commission (“Commission”), hereby respectfully move for a waiver of the hearing requirement to approve their Application for Authority to Reorganize (“Application”) filed on September 23, 2004 and assigned the above referenced docket number. In support of this motion, the Applicants provide the following:

¹ The Applicants notified the Commission on March 8, 2004 of the merger of an acquisition subsidiary of NuVox, Inc. with NewSouth Holdings. Accordingly, as that

single operating subsidiary, NewSouth Holdings. In connection with the reorganization mergers, NewSouth Holdings will change its name to “NuVox Communications, Inc.”²

2. Pursuant to the Commission’s notice of publication requirement dated October 13, 2004, the Applicants published notice of the filing of the Application in area newspapers on October 18, 20 and 21, 2004. The deadline for filing petitions to intervene in the proceeding was October 25, 2004, and no comments or petitions to intervene have been filed.

4. Because no intervenors filed petitions in this proceeding, the Applicants request that the Commission waive the hearing requirement and approve this Application on an expedited basis without formal hearing.

5. Attached to this motion as ***Exhibit A*** is the verified testimony of Riley Murphy, Executive Vice President, General Counsel and Secretary of NuVox, Inc. This testimony further describes the reorganization and its negligible effect on South Carolina customers.

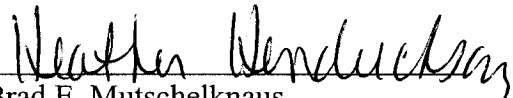
transaction has been consummated, NewSouth Holdings, parent of NewSouth Communications Corp., currently is a wholly owned subsidiary of NuVox, Inc.

² NewSouth Holdings, Inc., a Delaware corporation, currently functions as a holding company between the ultimate parent company, NuVox, Inc., and one of its operating subsidiaries in South Carolina, NewSouth Communication Corp. In connection with a series of mergers, as explained herein, NewSouth Holdings, Inc. is going to change its name to “NuVox Communications, Inc.” and hold the authorization to provide telecommunications services in South Carolina. Thus, for existing NuVox end user customers, the transaction will be invisible to them – their service provider will continue to have the same name. For existing NewSouth customers, the only change will be in the name of their service provider – their existing rates, terms and conditions of service will remain the same. Thus, there should be no customer confusion.

WHEREFORE, the Applicants respectfully request that the Commission waive its hearing requirement and approve the Application expeditiously.

Respectfully submitted,

NEWSOUTH COMMUNICATIONS CORP., NUVOX
COMMUNICATIONS, INC. AND NEWSOUTH
HOLDINGS, INC.

By: 
Brad E. Mutschelknaus
Melissa S. Conway
Heather T. Hendrickson
KELLEY DRYE & WARREN LLP
1200 Nineteenth Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600

Their Counsel

Dated: November 23, 2004

EXHIBIT A

Verified Testimony of Riley Murphy

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**BEFORE THE
STATE OF SOUTH CAROLINA
PUBLIC SERVICE COMMISSION**

In the Matter of the Application of)
)
NEW SOUTH HOLDINGS, INC.)
NEW SOUTH COMMUNICATIONS CORP.)
AND NUVOX COMMUNICATIONS, INC.) Docket No. 2004-272-C
)
For Approval of an Internal Corporate)
Reorganization and For Approval,)
As Necessary, of Related Transactions)

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TESTIMONY OF RILEY MURPHY

**Q. PLEASE STATE YOUR NAME, TITLE AND BUSINESS ADDRESS FOR THE
RECORD.**

A. Riley Murphy, Executive Vice President, General Counsel and Secretary of NuVox, Inc.
and its subsidiaries, Two N. Main Street, Greenville, SC 29601.

Q. WHO ARE THE APPLICANTS?

A. The Applicants are subsidiaries of NuVox, Inc. They are NuVox Communications, Inc.,
NewSouth Communications Corp., and NewSouth Holdings, Inc.

Q. WHAT IS THE AUTHORITY THAT THE APPLICANTS SEEK?

A. The Applicants seek authority for an internal corporate reorganization whereby the
existing operating subsidiaries of NuVox, Inc. providing services in the SouthEast
(NuVox Communications, Inc. and NewSouth Communications Corp.) will be merged
into a single operating subsidiary, NewSouth Holdings, Inc. In connection with the
reorganization mergers, NewSouth Holdings, Inc. will change its name to "NuVox
Communications, Inc."

Q. WHAT IS THE PURPOSE OF THE INTERNAL REORGANIZATION?

1 A. The purpose of the internal reorganization is to simplify the NuVox, Inc. corporate
2 structure, streamline NuVox, Inc.'s operations in South Carolina, eliminate
3 administrative redundancy and improve overall efficiency.

4 **Q. WHO IS THE PARENT COMPANY?**

5 A. The parent company is NuVox, Inc., a privately held Delaware corporation located at
6 Two North Main Street, Greenville, South Carolina 29601. NuVox, Inc. is a rapidly
7 growing facilities-based integrated communications provider of voice and data
8 telecommunications services to business customers. Through its various operating
9 subsidiaries, including NuVox Communications, Inc. and NewSouth Communications
10 Corp., NuVox, Inc. markets its services in 16 contiguous Midwestern and Southeastern
11 states. NuVox, Inc. has operations through subsidiaries in 48 markets in 16 states.

12 **Q. WHO ARE NUVOX COMMUNICATIONS, INC., NEWSOUTH**
13 **COMMUNICATIONS CORP. AND NEWSOUTH HOLDINGS, INC.?**

14 A. NuVox Communications, Inc. is a direct, wholly owned subsidiary of TriVergent
15 Corporation which, in turn, is a direct, wholly owned subsidiary of Gabriel
16 Communications Finance Company which, in turn, is a direct, wholly owned subsidiary
17 of NuVox, Inc. NuVox Communications, Inc. is located at Two North Main Street,
18 Greenville, South Carolina 29601. In South Carolina, NuVox is authorized to provide
19 local and long distance telecommunications services.

20
21 NewSouth Communications Corp. is a direct, wholly owned subsidiary of NewSouth
22 Holdings, Inc. which, in turn, is a direct, wholly owned subsidiary of NuVox, Inc.
23 NewSouth Communications Corp. is also located at Two North Main Street, Greenville,

1 South Carolina 29601. In South Carolina, NewSouth Communications Corp. is
2 authorized to provide local and long distance telecommunications services.
3 NewSouth Holdings, Inc. is a Delaware corporation and a direct, wholly owned
4 subsidiary of NuVox, Inc. NewSouth Holdings, Inc. is also located at Two North Main
5 Street, Greenville, South Carolina 29601. NewSouth Holdings, Inc. has been authorized
6 to transact business in South Carolina as a foreign corporation (NewSouth Holdings,
7 Inc.'s state qualifications are attached hereto as Attachment 1). Through a series of
8 mergers as described in the attached Application, NewSouth Holdings, Inc. will survive
9 as a Delaware corporation and change its name to "NuVox Communications, Inc. d/b/a
10 NuVox Communications."

11 **Q. HOW WILL SOUTH CAROLINA CONSUMERS BE AFFECTED BY THE**
12 **PROPOSED REORGANIZATION?**

13 **A.** The proposed transfer of operating authority from NewSouth Communications Corp. to
14 NuVox Communications, Inc.(f/k/a NewSouth Holdings, Inc.) will have no adverse
15 impact on customers. NuVox, Inc. will remain the parent corporation. Current
16 NewSouth Communications Corp. retail customers will continue to receive their existing
17 services under the same rates, terms and conditions and any future changes in the rates,
18 terms and conditions of those services will be made consistent with Commission
19 requirements. In accordance with applicable FCC and South Carolina carrier change
20 requirements, advance written notice will be sent to affected NuVox Communications,
21 Inc. and NewSouth Communications Corp. customers at least thirty (30) days prior to the
22 transfer informing them of the proposed transaction and giving them an opportunity to
23 switch to another service provider without penalty. The notification process will be

1 completed on November 30, 2004. To prevent customer confusion, since consummation
2 of the merger of NewSouth Holdings, Inc. with an acquisition subsidiary of NuVox, Inc.
3 earlier this year, the NuVox Communications name has been included on the customer
4 bills for the existing NewSouth Communications Corp. customers.

5 **Q. IS THE PROPOSED INTERNAL REORGANIZATION IN THE PUBLIC**
6 **INTEREST?**

7 **A.** Yes, the proposed internal corporate reorganization and transfer of operating authority is
8 in the public interest. The proposed consolidation will provide significant reductions in
9 operational, legal, accounting and tax administrative burdens and will simplify the
10 NuVox companies' corporate structure, eliminating administrative redundancy and
11 improving the companies' overall efficiency thereby enhancing the company's ability to
12 compete in South Carolina and elsewhere. Over time, consumers in South Carolina will
13 benefit from a greater number of product and service options as well as more efficient
14 prices resulting from the enhanced competitive ability of the streamlined company.

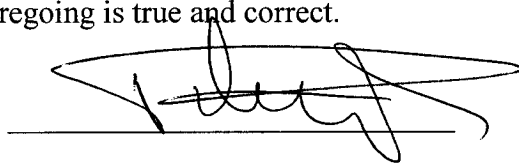
15 **Q. DOES THIS COMPLETE YOUR TESTIMONY?**

16 **A.** Yes, it does.

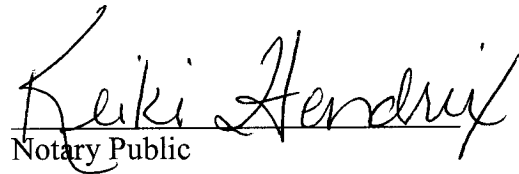
VERIFICATION

I, Riley Murphy, am General Counsel of NuVox, Inc. and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing Prefiled Testimony document relating to this company and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'Riley Murphy', is written over a horizontal line.

Subscribed and sworn to before me this 22nd day of
November 2004.

A handwritten signature in black ink, appearing to read 'Keiki Hendrix', is written over a horizontal line.
Notary Public

My Commission expires: 05-12-2014

ATTACHMENT 1

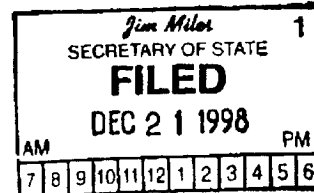
STATE QUALIFICATIONS OF NEWSOUTH HOLDINGS, INC.

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

NOV 10 2004

STATE OF SOUTH CAROLINA
SECRETARY OF STATE
JIM MILES

APPLICATION BY A FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA



Mark H. [Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to §33-15-103 of the 1976 South Carolina Code, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see §§33-4-101 and 33-15-106 and see §33-19-500(b)(1) if the corporation is a professional corporation) NewSouth Holdings, Inc.
2. It is incorporated as (check applicable item) ☒ a general business corporation, ☐ a professional corporation, under the laws of the state of Delaware.
3. The date of its incorporation is June 16, 1998 and the period of its duration is perpetual.
4. The address of the principal office of the corporation is 130 Industrial Drive (Street & Number) in the city of Greenville and the state of SC 29607.
5. The address of the proposed registered office the state of South Carolina is 130 Industrial Drive (Street & Number) in the city Greenville in South Carolina 29607 (Zip Code).
6. The name of the proposed registered agent in this state at such address is Kevin Hendricks.
7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of those persons who are exercising the statutory authority of directors on behalf of the corporation) and principal officers:
 - a)

Name of directors	Business Address
<u>Michael LaFrance</u>	<u>130 Industrial Drive, Greenville SC 29607</u>
_____	_____
_____	_____
 - b)

Name and Office of Principal officers	Business Address
<u>Michael LaFrance</u>	<u>130 Industrial Drive, Greenville SC 29607</u>
<u>President</u>	_____
<u>Kevin Hendricks</u>	<u>same</u>
<u>Secretary</u>	_____
8. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class:

Class of Shares and Series	Authorized Number of Each Class and Series
<u>Common Stock</u>	<u>20,000,000</u>
<u>Preferred Stock</u>	<u>7,000,000</u>
<u>Series A</u>	<u>5,222,222</u>
<u>Series B</u>	<u>1,777,777</u>

9. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (Sec §33-1-230): _____

10. Date this 18th day of December, 1998
NewSouth Holdings, Inc.
 (Name of Corporation)
 By: [Signature]
 (Signature of Officer)
Carm Hendricks, Secretary
 (Type or Print Name and Office)

FILING INSTRUCTIONS

1. Two copies of this application, the original and with a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Schedule of Fees (Payable at the time of filing this document):

Fee for filing Application	\$10.00
Filing Tax	\$100.00
Minimum License Fee	\$25.00
(Payable to Secretary of State)	\$135.00
4. This form must be accompanied by the initial annual report of corporations and a certificate of existence from a state official of the jurisdiction where the corporation is incorporated.
5. If the applicant corporation is adopting a fictitious name for use in South Carolina pursuant to §33-15-106(a), then a certified copy of the board of directors resolution approving the fictitious name must be attached to the application.
6. If the applicant is a foreign professional corporation, then in addition to satisfying the name requirements in §§33-19-150 and 33-19-500(b)(1), the following information must be included in the application:
 - a. A statement that the corporation's sole business purpose is to engage in a specified form of professional services (e.g., law firm).
 - b. A statement that all of its shareholders not less than one-half of its directors, and all of its officers other than its secretary and treasurer, if any, are licensed in one or more states to render a professional service described in its articles of incorporation.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWSOUTH HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWSOUTH HOLDINGS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



2909316 8300

981485264



Edward J. Freel, Secretary of State

AUTHENTICATION: 9466108

DATE: 12-16-98

**BEFORE THE
STATE OF SOUTH CAROLINA
PUBLIC SERVICE COMMISSION**

In the Matter of the Application of)
)
NEWSouth HOLDINGS, INC.)
NEWSouth COMMUNICATIONS CORP.)
AND NuVOX COMMUNICATIONS, INC.)
)
For Approval of an Internal Corporate)
Reorganization and For Approval,)
As Necessary, of Related Transactions)

Docket No. 2004-272-C

ORDER APPROVING CORPORATE REORGANIZATION

This matter comes before the Public Service Commission of South Carolina (the “Commission”) on the Application of NuVox Communications, Inc. (“NuVox”), NewSouth Communications Corp. (“NewSouth”) and NewSouth Holdings, Inc. (“NewSouth Holdings”) (collectively, “Applicants”), all subsidiaries of NuVox, Inc., the ultimate parent corporation, for approval of an internal corporate reorganization whereby NuVox and NewSouth will be merged into a single operating subsidiary, NewSouth Holdings. In connection with the reorganization mergers, NewSouth Holdings will change its name to “NuVox Communications, Inc.” Upon consummation of this reorganization, NewSouth Holdings, renamed “NuVox Communications, Inc.”, will provide service to the existing customers of NuVox and NewSouth. According to the Application, this internal reorganization will simplify the NuVox, Inc. corporate structure, streamlining NuVox, Inc.’s operations in South Carolina, eliminating administrative redundancy and improving overall efficiency.

The Applicants published a Notice of Filing in newspapers of general circulation describing their proposal. No protests or petitions to intervene were received. Accordingly, the matter was placed on the Commission's agenda for disposition. S.C. Code Ann. Section 58-9-310 (Supp. 2003) states that "No telephone utility, without the approval of the Commission after due hearing and compliance with all other existing requirements of the laws of the State in relation thereto, may sell, transfer, lease, consolidate, or merge its property, powers, franchises, or privileges or any of them...." For purposes of this statute, we declare that the December ___, 2004 Commission agenda session where this matter was discussed satisfies the "due hearing" requirement of the statute.

According to the Application, the proposed internal corporate reorganization will have no adverse impact on South Carolina consumers. NuVox, Inc. will remain the parent corporation. Current NewSouth retail customers will continue to receive their existing services under the same rates, terms and conditions and any future changes in the rates, terms and conditions of those services will be made consistent with Commission requirements. In accordance with applicable FCC and South Carolina carrier change requirements, advance written notice was sent to affected NuVox and NewSouth customers at least thirty (30) days prior to the transfer informing them of the proposed transaction and giving them an opportunity to switch to another service provider without penalty. The notification process was completed on November 30, 2004. To prevent customer confusion, since consummation of the merger of NewSouth Holdings with an acquisition subsidiary of NuVox, Inc. earlier this year, the NuVox Communications name has been included on the customer bills for the existing NewSouth customers.

We have considered the matter and hold that the Application of the Applicants should be approved as filed. We hold that the proposed internal corporate reorganization will have no adverse impact on the public. The proposed consolidation will provide significant reductions in operational, legal, accounting and tax administrative burdens and will simplify the NuVox companies' corporate structure, eliminating administrative redundancy and improving the companies' overall efficiency thereby enhancing the company's ability to compete in South Carolina and elsewhere. Over time, consumers in South Carolina will benefit from a greater number of product and service options as well as more efficient prices resulting from the enhanced competitive ability of the streamlined company.

This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION
